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Unsecured Creditors of Sears Holdings Corporation, et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

SEARS HOLDINGS CORPORATION, et al.,

Debtors.¹

:
: Chapter 11
:
: Case No. 18-23538 (RDD)
:
: (Jointly Administered)
:

**JOINDER OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO DEBTORS' STATEMENT OF ISSUES TO BE PRESENTED AND DESIGNATION
OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), by and through its undersigned counsel, hereby submits this joinder (the “Joinder”) to *The Debtors’ Statement of Issues to Be Presented and Designation of Items to Be Included in the Record on Appeal* [ECF No. 5064] (the “Statement and Designation”). In support of this Joinder, the Creditors’ Committee respectfully states as follows:

1. The Creditors’ Committee is a party to the Court’s *Order Determining the Amount to Surcharge Second-Lien Collateral Pursuant to Section 506(C) of the Bankruptcy Code*, dated August 8, 2019 [ECF No. 4793] (the “506(c) Order”), from which the Creditors’ Committee and Debtors have commenced separate appeals in the U.S. District Court for the Southern District of New York.

2. The Creditors’ Committee agrees with the statement of issues to be presented and designation of items to be included in the record on appeal, as set forth in the Debtors’ Statement and Designation, attached hereto as **Exhibit A**. Accordingly, the Creditors’ Committee files this Joinder to the Statement and Designation in connection with the Creditors’ Committee’s appeal at Case No. 7:19-cv-08237-UA.

3. The Creditors’ Committee expressly reserves the right to amend, supplement, and/or modify this Joinder, and to file in the future additional appropriate pleadings.

New York, New York
Dated: September 5, 2018

AKIN GUMP STRAUSS HAUER & FELD LLP

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Exhibit A

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	:
Debtors.¹	:
-----X	

**Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THE DEBTORS' STATEMENT OF ISSUES TO BE PRESENTED AND DESIGNATION
OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “**Federal Rules**”), and Rule 8009-1 of the Local Rules of the Southern District of New York, (the “**Local Rules**”), Sears Holdings Corporation and its debtor and non-debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully submit this statement of issues to be presented and designation of items to be included in the record on appeal with respect to the appeal from the August 8, 2019 *Order Determining the Amount to Surcharge Second-Lien Collateral Pursuant to Section 506(c) of the Bankruptcy Code* [ECF No. 4793] (the “**506(c) Order**”), before the United States District Court for the Southern District of New York (the “**District Court**”) at Case No. 19-cv-08002-UA.

I. Statement of Issues to be Presented on Appeal

1. Whether the bankruptcy court (the “**Bankruptcy Court**”) erred in denying the portion of *The Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes* [ECF No. 4034] (“**Rule 3012 Motion**”) seeking the imposition of a surcharge of the Second-Lien Holders' collateral under 11 U.S.C. § 506(c).

II. Designation of Items to be Included in the Record on Appeal

2. The Debtors designate the following items for inclusion in the record on appeal. Each designated items shall also include any and all exhibits and documents annexed to and referenced within such items.

A. Documents Filed in Bankruptcy Court

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
3198	04/15/19	Declaration of Brian J. Griffith in Support of Debtors' Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Cash Collateral [and Exhibits 1-2 thereto, annexed as Exhibit A to Debtors' Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit of Condition Debtors' Continued Use of Collateral, Including Cash Collateral]
3205	04/15/19	First Application of Alvarez and Marsal North America, LLC as Financial Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from October 15, 2018 through February 28, 2019
4034	05/26/19	The Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes
4035	05/26/19	Declaration of Brian J. Griffith in Support of the Debtors' Motion to Estimate Certain 507(b) Claims for Reserve Purposes [and Exhibit A thereto]
4102	06/02/19	Stipulation and Order Concerning the Resolution of Certain Section 507(b) Claims
4272	06/18/19	Common Memorandum of Law on Behalf of the Second Lien Parties: (A) In Support of Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c)
4273	06/18/19	Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of Its Requests to Determine the Amount of its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and In Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c)
4275	06/18/19	Declaration of Katherine R. Lynch on Behalf of ESL Investments, Inc. In Support of The Second Lien Parties' Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and In Opposition to Debtors' Motion to Surcharge Its Collateral Pursuant to Section 506(c) [with Exhibits 1 to 25]

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
4276	06/18/19	Demand for Payment of ESL Investments, Inc.
4278	06/18/19	Request for Payment of Cyrus Capital Partners, LP
4279	06/18/19	Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) with Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and for Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 1 U.S.C. § 506(a) [with all exhibits thereto, UNREDACTED]
4280	06/18/19	Supplemental Memorandum of Law of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent, (I) In Support of Motion Pursuant to Bankruptcy Rule 3012 for Determination of Amount of Secured Claim Pursuant to 11 U.S.C. § 506(a) and Amount of Claim Entitled to Priority Pursuant to 11 U.S.C. § 507(b) and (II) In Opposition to Debtors' Motion Pursuant to 11 U.S.C. § 506(c) [with all exhibits thereto, UNREDACTED]
4316	06/20/19	Stipulation and Order By and Among Sears Holdings Corporation and Wilmington Trust, National Association, Cyrus Capital Partners, L.P. and ESL Investments, Inc. and certain of its affiliated entities (including JPP, LLC and JPP II, LLC) Concerning the Resolution of Certain Section 507(b) Claims
4372	06/27/19	Expert Report of David M. Schulte in Support of Supplemental Memorandum of Law on Behalf of ESL Investments, Inc. in Support of its Requests to Determine the Amount of its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c)
4381	06/27/19	Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c)
4382	06/27/19	Supplemental Declaration of Brian J. Griffith in Support of the Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge the Second-Lien Collateral Pursuant to Section 506(c), with Exhibits A-C thereto

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
4383	06/27/19	Declaration of Brandon Aebersold [with Exhibits A-C thereto]
4385	06/27/19	The Creditors' Committee's (I) Qualified Joinder to the Debtors' Objection to the Second Lien Parties' Requests to Determine Claims Under Section 506(A) and Section 507(B) and Reply in Support of the Debtors' Rule 3012 Motion and (II) Supplemental Objection to the Second Lien Parties' Request to Determine Claims Under Section 506(A) and Section 507(B) [with exhibits thereto – UNREDACTED]
4439	07/03/19	Common Reply Memorandum of Law on Behalf of the Second Lien Parties: (a) in Further Support of Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (b) in Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c)
4440	07/03/19	Supplemental Reply Memorandum of Law on Behalf of ESL Investments, Inc. in Further Support of Its Request to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and in Opposition to the Debtors' Motion to Surcharge its Collateral Pursuant to Section 506(c)
4441	07/03/19	Memorandum of Law / Reply Brief of Cyrus Capital Partners, L.P. in Support of Request to Determine the Amount of Secured Claims under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c)
4442	07/04/19	Supplemental Reply Memorandum of law in Further Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) with Priority Over all other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and for Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) [with exhibits thereto]
4445	07/06/19	Supplemental Reply Memorandum of Law in Further Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(a) and For Allowing of A Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) (Corrected)

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
4504	06/20/19	Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) (unredacted version of Dkt. No. 4313)
4505	06/20/19	Expert Report of Marti P. Murray in Support of Memorandum of Law in Support of Request of Cyrus Capital Partners, L.P. to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and in Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) (unredacted version of Dkt. No. 4314)
4538	07/15/19	The Creditors' Committee's (I) Qualified Joinder to the Debtors' Objection to the Second Lien Parties' Requests to Determine Claims Under Section 506(a) and Section 507(b) and Reply in Support of Debtors' Rule 3012 Motion and (II) Supplemental Objection to the Second Lien Parties' Request to Determine the Claims Under Section 506(a) and Section 507(b)
4563	07/18/19	Stipulated Facts [with Exhibits A-J thereto]
4564	07/18/19	Motion of Cyrus Capital Partners, L.P., ESL Investments, Inc. and Wilmington Trust, National Association in Limine to Exclude Certain Testimony and Strike Certain Portions of the Declarations by the Debtors' Fact Witness Brian Griffith
4565	07/18/19	Debtors' Supplemental Brief on Expert Discovery and in Further Support of (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of the Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge Second-Lien Collateral Pursuant to Section 506(c)
4566	07/18/19	Declaration of Katherine R. Lynch in Support of the Motion of Cyrus Capital Partners, L.P., ESL Investments, Inc. and Wilmington Trust, National Association in Limine to Exclude Certain Testimony and Strike Certain Portions of the Declarations by the Debtors' Fact Witness Brian Griffith [with Exhibits A-E thereto]

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
4567	07/18/19	Second Supplemental Declaration of Brian J. Griffith in Support of the Debtors' (I) Opposition to Second-Lien Holders' Requests to Determine Amount of Second-Lien Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims and (II) Reply in Support of Debtors' Rule 3012 Motion to Determine the Amount, if any, of 507(b) Claims and to Surcharge the Second-Lien Collateral Pursuant to Section 506(c) [with Exhibits A-I thereto]
4568	07/18/19	Debtors' Motion to Strike Second-Lien Holders' Experts in Connection with July 23, 2019, Hearing on Rule 507(b) Determination
4569	07/18/19	Declaration of David M. Schulte in Support of ESL's Requests to Determine the Amount of Its Second Lien Secured Claims Under Section 506(a) and Its Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and ESL's Joinder to the Motion of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, Including Case Collateral; and in Opposition to the Debtors' Motion to Surcharge ESL's Collateral Pursuant to Section 506(c), dated July 18, 2019 [with Exhibits A-D thereto]
4570	07/18/19	Common Supplemental Brief of the Second Lien Parties Addressing Discovery: (A) In Connection with Their Requests to Determine the Amount of Their Second Lien Secured Claims Under Section 506(a) and Their Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012; and (B) In Opposition to Debtors' Motion to Surcharge Their Collateral Pursuant to Section 506(c)
4571	07/18/19	Declaration of Marti P. Murray in Support of Cyrus Capital Partners, L.P.'s Request to Determine the Amount of Secured Claims Under Section 506(a) and Section 507(b) Administrative Claims Pursuant to Bankruptcy Rule 3012 and In Opposition to Debtors' Request to Surcharge Collateral Pursuant to Section 506(c) [with Exhibit A thereto]
4573	07/18/19	Declaration of William Henrich (I) in Support of the Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent For Payment of An Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and For Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a) and (II) In Opposition to the Debtors' Motion Pursuant to 11 U.S.C. § 506(c) [with Exhibits A-L thereto]

<i>ECF Docket No.</i>	<i>Date</i>	<i>Description</i>
4586	07/19/19	Request of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent for Payment of an Administrative Expense Pursuant to 11 U.S.C. § 503(a) With Priority Over All Other Administrative Expenses Pursuant to 11 U.S.C. § 507(b) and For Allowance of a Secured Claim to the Extent of Remaining Collateral Pursuant to 11 U.S.C. § 506(a), with Exhibits A-J thereto (unredacted version of Dkt. No. 4279)
4587	07/19/19	Supplemental Memorandum of Law of Wilmington Trust, National Association, as Indenture Trustee and Collateral Agent, (I) In Support of Motion Pursuant to Bankruptcy Rule 3012 for Determination of Amount of Secured Claim Pursuant to 11 U.S.C. § 506(a) and Amount of Claim Entitled to Priority Pursuant to 11 U.S.C. § 507(b) and (II) In Opposition to the Debtors Motion Pursuant to 11 U.S.C. § 506(c) (unredacted version of Dkt. No. 4280)
4598	07/22/19	Notice of Amended Agenda of Matters Scheduled for Hearing on July 23, 2019 at 10:00 a.m.
4740	08/05/19	Order Determining the Amount of Second-Lien Holders' Section 507(B) Administrative Claims Pursuant to Rule 3012 of the Federal Rules of Bankruptcy Procedure
4793	08/08/19	Order Determining the Amount to Surcharge Second-Lien Collateral Pursuant to Section 506(c) of the Bankruptcy Code
4832	08/14/19	Notice of Appeal (ESL)
4839	08/14/19	Notice of Appeal (Wilmington Trust)
4845	08/14/19	Notice of Appeal (Cyrus)
4928	08/21/19	Transcript of Hearing held on July 23, 2019
4941	08/21/19	Notice of Appeal (Sears Holdings Corporation)
5007	08/28/19	Transcript of Hearing held on July 31, 2019
n/a	n/a	Copy of Bankruptcy Court Docket Report through August 22, 2019

B. Joint Exhibits (“**JX**”) from the July 23, 2019 and July 31, 2019 hearings

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 001		GOB Inventory Recovery Rates
JX 002		External Analysis
JX 003	10/13/18	Borrowing Base Certificate
JX 004	09/28/18	Tiger – Inventory Appraisal

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 005		GOB Store Performance (Post-Ch. 11 Bankruptcy Filing)
JX 006	03/20/18	Second Lien Security Agreement
JX 007	07/21/15	First Lien Security Agreement
JX 008	01/02/19	ESL presentation entitled “Project Transform – ESL Bid Presentation”
JX 009	12/2018	ESL presentation entitled “Project Transform – Sources and Uses”
JX 010	10/17/18	Stock Ledger Detail Inquiry
JX 011	12/13/18	ESL Bid Analysis – Project Blue
JX 012	05/13/19	Project Blue – Actuals from Week ended January 26 through February 9
JX 013	01/30/19	Project Blue – Rolling Cash Flow Budget (Week 15)
JX 014	01/12/19	Wind Down Recoveries
JX 015	11/28/18	Project Blue – Rolling 13-Week Cash Flow Forecast (Week 6)
JX 016	01/5/19	DRAFT – Minutes of a Meeting of the Restructuring Committee
JX 017	12/2018	Project Blue – Liquidation Bids Review
JX 018	01/09/19	Correspondence from Transform to Lazard
JX 019	12/28/18	Correspondence from Transform to Lazard
JX 020	02/04/19	Tiger – Inventory Appraisal
JX 021	01/25/19	Transform Transaction – Weekly Tracking
JX 022	02/10/19	Correspondence from Sears to Transform
JX 023		Expert Worksheet – Draft
JX 024	06/21/19	Stipulation and Order Concerning the Resolution of Certain Section 507(b) Claims
JX 025	01/07/19	ESL January 7 Letter – Exhibit C to Aebersold Decl
JX 026	11/02/18	ESL November 2 Letter – Exhibit B to Aebersold Decl
JX 027	10/31/18	ESL October 31 Letter – Exhibit A to Aebersold Decl
JX 028		Week 36 Borrowing Base Certificate – Exhibit A to Griffith Suppl. Decl
JX 029		Stipulation and Order Concerning Debtors’ Continuing Use of Cash Collateral
JX 030	05/28/19	Second Amended Joint Chapter 11 Plan
JX 031		Response of the Restructuring Subcommittee
JX 032	04/17/19	Disclosure Statement Motion

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 033	04/15/19	Debtors' Objection to Motion of Wilmington Trust, National Association, as Indenture Trustee and collateral Agent to Prohibit or Condition Debtors' Continued Use of Collateral, including Cash Collateral
JX 034	01/17/19	Order (I) Approving the Asset Purchase Agreement among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection therewith and (IV) Granting Related Relief
JX 035	02/01/19	ESL's Omnibus Response in Support of the Going Concern Sale Transaction
JX 036	01/14/19	January 14 Proposed Final Ask – Exhibit D to Transier Decl.
JX 037		Global Sale Process: Bid Qualification Overview – Exhibit C to Transier Decl.
JX 038		Business plans – Composite B to Transier Decl.
JX 039		Transier Resume – Exhibit A
JX 040	02/01/19	Declaration of William L. Transier
JX 041	10/10/18	Board Resolution – Exhibit A to Aebersold Decl.
JX 042	02/01/19	Declaration of Brandon Aebersold [Aebersold Sale Decl.]
JX 043	02/01/19	Debtors' Omnibus Reply in Support of the Going Concern Sale Transaction
JX 044	02/01/19	Declaration of Alan J. Carr
JX 045	11/30/18	Final DIP Order
JX 046	11/27/18	DIP Intercreditor Agreement
JX 047	11/21/18	Global Bidding Procedures Process Letter
JX 048	11/19/18	Bidding Procedures
JX 049	11/16/18	Critical Vendors Order
JX 050	11/02/18	Utilities Order
JX 051	10/15/18	Brandon Aebersold – First Day Declaration
JX 052	10/15/18	DIP Motion
JX 053	04/18/19	Hearing Transcript
JX 054	01/15/19	Hearing Transcript
JX 055	01/14/19	Auction Transcript

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 056	01/08/19	Hearing Transcript
JX 057	04/15/19	First Interim Application of Houlihan Lokey Capital, Inc.
JX 058	04/15/19	First Interim Application of FTI Consulting, Inc.
JX 059	04/15/19	First Interim Fee Application of Evercore Group L.L.C.
JX 060	04/15/19	First Interim Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP
JX 061	04/15/19	First Interim Fee Application of Lazard Freres & Co, LLC
JX 062	04/15/19	First Application of Weil, Gotshal & Manges LLP
JX 063	03/20/18	Second Amended and Restated Intercreditor Agreement
JX 064	12/28/16	Citi – Cash Collateral Agreement
JX 065		Vendor List
JX 066		Forecast List
JX 067		Management Forecast
JX 068	10/15/18	ESL Investments, Inc. and Edward S. Lampert Statement on Chapter 11 Reorganization Filing by Sears Holdings Corporation – press release
JX 069	11/04/18	Correspondence from Sean O’Neal to Ray Schrock
JX 070		Exhibit B – Summary of Agreed Terms -- to Project Transform Commitment Letter, dated January 17, 2019
JX 071		Exhibit A – Description of Transaction – to Project Transform Commitment Letter, dated January 17, 2019
JX 072	02/07/19	Hearing Transcript
JX 073		General Ledger
JX 074	10/13/2018	Borrowing Base Certificate
JX 075	10/13/2018	Borrowing Base Certificate Page 1 Signed
JX 076	6/4/2019	Second Lien Parties’ First Consolidated Request for Production of Documents Directed to the Debtors
JX 077		Estimated Script Asset Value
JX 078	10/15/2019	Declaration of Mohsin Y. Meghji in Support of Debtors’ Motion for Authority to (A) Obtain Postpetition Financing, (b) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties and (D) Schedule Second Interim Hearing and Final Hearing
JX 079	2/1/2019	Declaration of Mohsin Y. Meghji

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 080	10/15/2018	Motion of Debtors for Authorization to (I) Continue, Maintain, and Renew their Insurance Policies and Workers' Compensation Programs; (II) Honor all Obligations with Respect thereto; and (III) Modify the Automatic stay with Respect to The Workers' Compensation Programs
JX 081	3/23/2018	Sears Holdings Corporation, Annual Report (Form 10-K)
JX 082	1/14/2019	Wind Down Recoveries
JX 083	1/14/2019	ESL Bid vs. Liquidation Comparison
JX 084	1/14/2019	Project Transform - Creditor Recovery Side by Side Analysis
JX 085	7/10/2019	Cash Collateral – Weekly Budget Variance Report
JX 086	2/4/2019	Hearing Transcript
JX 087	10/16/2018	Interim Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Prepetition Secured Parties; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief
JX 088	12/28/2018	Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claims; (II) Modifying the Automatic Stay; and (III) Granting Related Relief
JX 089	1/18/2019	Notice of Successful Bidder and Sale Hearing
JX 090	2/1/2019	Declaration of Kunal S. Kamalani in Support of ESL's Omnibus Response in Support of the Going Concern Sale Transaction
JX 091	2/7/2019	Amendment to the Asset Purchase Agreement
JX 092	2/6/2019	Hearing Transcript
JX 093	12/17/2018	Creditor Recovery Considerations
JX 094	2/6/2019	Project Blue – Rolling Cash Flow Budget (Week 16)
JX 095	1/23/2019	Kamlani Deposition Transcript
JX 096	1/31/2019	Aebersold Deposition Transcript
JX 097	10/13/2018	Sears Holdings Corp., PWP Requests 3-5 Spreadsheet
JX 098	6/16/2018	Excel Spreadsheet of LC Draws
JX 099	10/15/2018	Excel Spreadsheet of LC Summary
JX 100	12/2018	Project Blue — Liquidation Sale Process Update

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 101	12/15/2018	Abacus Advisors, Indication of Interest Letter to Mohsin Y. Meghji and Colin M. Adams with attached Sears Holdings Corporation Total Company Summary of Total Estimated Net Recovery Values on Retail Stores GOB Inventory, Draft – Subject to Further Refinement
JX 102	12/15/2018	Abacus Advisors, Summary of Total Estimated Net Recovery Values on Retail Store GOB Inventory, Draft – Subject to Further Refinement
JX 103	12/14/2018	Tiger Inventory Appraisal, Prepared for Bank of America Merrill Lynch
JX 104	11/16/2018	Tiger Inventory Appraisal, Prepared for Bank of America Merrill Lynch
JX 105	1/11/2019	Illustrative Recovery Considerations
JX 106	12/17/18	Minutes of the Meeting of the Restructuring Committee of the Board of Directors of Sears Holdings Corp.
JX 107	12/30/2018	Minutes of the Meeting of the Restructuring Committee
JX 108	1/5/2019	Advisory Bid Comparison
JX 109	10/15/2018	Declaration of Robert A. Riecker
JX 110	11/23/2018	Declaration of Robert A. Riecker in Support of Debtors’ Omnibus Reply
JX 111	2/1/2019	Declaration of Sunny Singh in Support of the Going Concern Sale Transaction
JX 112	5/28/2019	Disclosure Statement for Second Amended Joint Chapter 11 Plan
JX 113	6/14/2019	Debtors’ Monthly Operating Reports for April 7–May 4, 2019
JX 114	9/13/2018	Sears Holdings Corporation, Annual Report (Form 10-Q) for the period ending Aug. 4, 2018
JX 115	9/1/2016	Second Lien Credit Agreement
JX 116	8/1/2017	Second Amendment to Letter of Credit and Reimbursement Agreement (LC Facility Agreement)
JX 117	1/29/19	Mohsin Meghji Deposition Transcript
JX 118	10/12/2010	Indenture dated as of October 12, 2010
JX 119	4/5/2011	First Supplemental Indenture dated as of April 5, 2011
JX 120	7/7/2015	Second Supplemental Indenture dated as of July 7, 2015
JX 121	9/19/2016	Third Supplemental Indenture dated as of September 19, 2016
JX 122	1/9/2018	Fourth Supplemental Indenture dated as of January 9, 2018
JX 123	3/20/2018	Fifth Supplemental Indenture dated as of March 20, 2018
JX 124	6/25/2014	Instrument of Resignation, Appointment, and Acceptance dated as of June 25, 2014

<i>Joint Ex. No.</i>	<i>Date</i>	<i>Description</i>
JX 125	3/20/2018	Indenture dated as of March 20, 2018 (6 ^{5/8} % Senior Secured Convertible PIK Toggle Notes due 2019)
JX 126	3/20/2018	Amended and Restated Security Agreement dated as of March 20, 2018
JX 127		Chart of UCC-1 financing statements and UCC-3 continuation statements
JX 128	10/17/2018	Order Authorizing Debtors to (I) Maintain and Administer Prepetition Customer Programs, Promotions, and Practices, and (II) Pay and Honor Related Prepetition Obligations
JX 129	12/24/2018	Proof of Claim of JPP, LLC, executed December 24, 2018 and filed with Prime Clerk LLC on January 4, 2019
JX 130		Debtors' Slides Presented at Sale Hearing on February 7, 2019: Consideration Provided by ESL in the Sale Transaction, pages 13-14
JX 131		Debtors' Slides Presented at Sale Hearing on February 7, 2019: The Benefits of the Sale Transaction Outweigh an Orderly Winddown, pages 15-16
JX 132	2/20/2019	Proof of Claim of Wilmington Trust, as Indenture Trustee and Collateral Agent for the Second Lien Notes executed February 20, 2019 and electronically filed on the Bankruptcy Court's Claims Register on February 20, 2019
JX 133	4/1/2019	Proof of Claim of Computershare Trust Company, N.A., as Indenture Trustee for the Second Lien PIK Notes executed April 1, 2019 and filed with Prime Clerk LLC on April 4, 2019
JX 134	1/10/2019	Project Blue - Wind Down Budget January 10, 2019
JX 135	5/13/2019	Project Blue Actuals from Weeks ended January 26 through February 9 May 13, 2019
JX 136	7/10/2019	Sears Holdings Admin Solvency Tracker and Budget Update July 10, 2019
JX 137		Sears Holdings Corporation and Affiliates - Schedules of Assets and Liabilities
		GOB Store Performance (Post-Ch. 11 Bankruptcy Filing) (Fixed final)

C. Deposition Transcripts

<i>Date</i>	<i>Deponent</i>
06/29/19	Transcript of the Deposition of David M. Schulte, taken on June 29, 2019, with the Second Lien-Holders' designations and the Debtors' counter-designations
07/02/19	Transcript of the Deposition of William Henrich, taken on July 2, 2019, with the Second-Lien Holders' designations and the Debtors' counter-designations
07/03/19	Transcript of the Deposition of Marti Murray, taken on July 3, 2019, with the Second-Lien Holders' designations and the Debtors' counter-designations
07/10/19	Transcript of the Deposition of Brian J. Griffith, taken on July 10, 2019, with the Debtors' designations and the Second-Lien Holders' counter-designations
07/10/19	Transcript of the Deposition of Brandon Aebersold, taken on July 10, 2019, with the Debtors' designations and the Second-Lien Holders' counter-designations

Dated: September 4, 2019
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